

prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: K&K did not represent the Creditors' Committee prior to the commencement of the Debtors' chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: K&K is developing a budget and staffing plan for September 15, 2016 through October 31, 2016 that will be presented for approval by the Creditors' Committee.

19. The foregoing constitutes the statement of K&K pursuant to sections 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 7th day of October, 2016



Michael S. Kim
Member, Kobre & Kim LLP

Schedule 1

Interested Parties

Category	Party in Interest
Debtor	Enflex Corporation
Debtor	First Wind California Holdings, LLC
Debtor	First Wind Solar Portfolio, LLC
Debtor	Fotowatio Renewable Ventures, Inc.
Debtor	MEMC Pasadena, Inc.
Debtor	NVT Licenses, LLC
Debtor	NVT, LLC
Debtor	PVT Solar, Inc.
Debtor	SEV Merger Sub Inc.
Debtor	Silver Ridge Power Holdings, LLC
Debtor	Solaicx
Debtor	Sun Edison LLC
Debtor	SUNE Hawaii Solar Holdings, LLC
Debtor	SUNE ML 1, LLC
Debtor	SUNE Wind Holdings, Inc.
Debtor	SunEdison Canada, LLC
Debtor	SunEdison Contracting, LLC
Debtor	SunEdison DG, LLC
Debtor	SunEdison Holdings Corporation
Debtor	SunEdison International, Inc.
Debtor	SunEdison International, LLC
Debtor	SunEdison Products Singapore Pte. Ltd.
Debtor	SunEdison Residential Services, LLC
Debtor	SunEdison Utility Holdings, Inc.
Debtor	SunEdison, Inc.
Debtor	Team-Solar, Inc.
Debtor	Blue Sky West Capital, LLC
Debtor	DSP Renewables, LLC
Debtor	First Wind Oakfield Portfolio, LLC
Debtor	First Wind Panhandle Holdings III, LLC
Debtor	Hancock Renewables Holdings, LLC
Debtor	Sunflower Renewable Holdings 1, LLC
Debtor Affiliate	Buckthorn Renewables Holdings, LLC
Debtor Affiliate	Rocksprings Wind Renewables, LLC
Debtor Affiliate	Upco Power Renewable Holdings 1, LLC
Executive Officers (last 5 years)	Ahmad Chatila
Executive Officers (last 5 years)	Bradley Kohn

Category	Party in Interest
Executive Officers (last 5 years)	Brian Wuebbels
Executive Officers (last 5 years)	Carlos Domenech Zornoza
Executive Officers (last 5 years)	David Ranhoff
Executive Officers (last 5 years)	Denis McCarthy
Executive Officers (last 5 years)	Kenneth Hannah
Executive Officers (last 5 years)	Mark Murphy
Executive Officers (last 5 years)	Martin Truong
Executive Officers (last 5 years)	Matthew Herzberg
Executive Officers (last 5 years)	Michael Alvarez
Executive Officers (last 5 years)	Pashupathy Gopalan
Executive Officers (last 5 years)	Paul Gaynor
Executive Officers (last 5 years)	Scott Weisberg
Executive Officers (last 5 years)	Sean Hunkler
Executive Officers (last 5 years)	Shaker Sadasivam
Executive Officers (last 5 years)	Stephen Cerrone
Executive Officers (last 5 years)	Stephen O'Rourke
Executive Officers (last 5 years)	Tamara Mullings
Executive Officers (last 5 years)	Vijayan Chinnasami
Executive Officers (last 5 years)	Vikas Desai
Board Members (last 5 years)	Ahmad Chatila
Board Members (last 5 years)	Antonio Alvarez
Board Members (last 5 years)	C. Douglas Marsh
Board Members (last 5 years)	Claire Gogel
Board Members (last 5 years)	Clayton Daley
Board Members (last 5 years)	Emmanuel Hernandez
Board Members (last 5 years)	Georganne Proctor
Board Members (last 5 years)	James Williams
Board Members (last 5 years)	Jeffry Quinn
Board Members (last 5 years)	John Marren
Board Members (last 5 years)	Marshall Turner
Board Members (last 5 years)	Peter Blackmore
Board Members (last 5 years)	Randy Zwirn
Board Members (last 5 years)	Robert Boehlke
Board Members (last 5 years)	Steven Tesoriere
Board Members (last 5 years)	William Stevens
Director Affiliate	Aruba Networks, Inc.
Director Affiliate	ChipMOS Technologies
Director Affiliate	DuPont Photomasks, Inc.
Director Affiliate	Entegris Inc.
Director Affiliate	Griswold LLC
Director Affiliate	OCH-ZIFF Capital Management
Director Affiliate	ON Semiconductor Corp.
Director Affiliate	QuickLogic Corp.
Director Affiliate	Redwood Trust, Inc.

Category	Party in Interest
Director Affiliate	Semi-Sematech
Director Affiliate	Starwood Hotels and Resorts, Inc.
Director Affiliate	SunEdison Semiconductor Limited
Director Affiliate	TerraForm Power, Inc.
Director Affiliate	W.R. Grace
Institutional Shareholders > 1%	Adage Capital Management, L.P.
Institutional Shareholders > 1%	Altai Capital Management, L.P.
Institutional Shareholders > 1%	Alyeska Investment Group, L.P.
Institutional Shareholders > 1%	Bank of America Merrill Lynch (US)
Institutional Shareholders > 1%	BlackRock Institutional Trust Company, N.A.
Institutional Shareholders > 1%	BNP Paribas Securities Corp. North America
Institutional Shareholders > 1%	Bronte Capital Management Pty Ltd.
Institutional Shareholders > 1%	D. E. Shaw & Co., L.P.
Institutional Shareholders > 1%	Deutsche Bank Securities Inc.
Institutional Shareholders > 1%	Fidelity Management & Research Company
Institutional Shareholders > 1%	Goldman Sachs & Company, Inc.
Institutional Shareholders > 1%	Greenlight Capital, Inc.
Institutional Shareholders > 1%	Guggenheim Investments
Institutional Shareholders > 1%	Luxor Capital Group, L.P.
Institutional Shareholders > 1%	Norges Bank Investment Management (NBIM)
Institutional Shareholders > 1%	OppenheimerFunds, Inc.
Institutional Shareholders > 1%	Putnam Investment Management, L.L.C.
Institutional Shareholders > 1%	State Street Global Advisors (US)
Institutional Shareholders > 1%	Susquehanna Financial Group, LLLP
Institutional Shareholders > 1%	The Vanguard Group, Inc.
Institutional Shareholders > 1%	UBS Securities LLC
Institutional Shareholders > 1%	Van Eck Associates Corporation
Institutional Shareholders > 1%	Wellington Management Company, LLP
Transfer Agent	Computershare Investor Services, L.L.C.
Collateral Trustee	Wilmington Trust, NA
Convertible Trustee	Wilmington Trust, NA
Debtors Professionals	Kekst
Debtors Professionals	McKinsey & Co.
Debtors Professionals	Prime Clerk, LLC
Debtors Professionals	Rothschild
Debtors Professionals	Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates
Debtors Professionals	Togut, Segal & Segal LLP
1st Lien Professionals	BRG Capstone
1st Lien Professionals	Latham & Watkins LLP
1st Lien Professionals	Shearman & Sterling LLP
1st Lien Professionals	White & Case LLP
2nd Lien Professionals	Akin Gump Strauss Hauer & Feld LLP
2nd Lien Professionals	Houlihan Lokey

Category	Party in Interest
Customers	U.S. Virgin Islands Water and Power Authority
Customers	UC Berkeley
Customers	Unimin Corporation
Customers	Unknown Host (MA)
Customers	Unknown Offtaker
Customers	Unknown Offtaker (VT)
Customers	UTE
Customers	Uttarpradesh New and Renewable Energy Development Agency
Customers	Vepp Inc.
Customers	W.J. Bradley Mortgage Capital, LLC
Customers	Walgreen Eastern Co., Inc.
Customers	Wal-Mart Puerto Rico, Inc.
Customers	Wal-Mart Stores Inc.
Customers	WGSW, Inc.
Customers	Whirlpool of India Ltd
Customers	Whole Foods
Customers	Woods Hole Oceanographic Institution
Customers	XCEL MN
Customers	Xcel PSCO
Customers	YMCA of Southern Arizona
Litigant	ABHISHEK AGRAWAL
Litigant	Ace Industries, Inc. (Vericore, LLC - collections agency)
Litigant	AIG Property Casualty Co. as subrogee of John Paul DeJoria
Litigant	AIG Specialty Insurance Co. f/k/a Chartis Specialty Insurance Co. Xtreme Power, Inc. Xtreme Power Systems, LLC and Xtreme Power Grove, LLC also defendants
Litigant	Akuo Energy
Litigant	Albemarle Corporation
Litigant	Alexander Y. Usenko
Litigant	Alma Canez
Litigant	Aman Maharaj
Litigant	ANTON S. BADRI
Litigant	Appaloosa Investment Limited Partnership I
Litigant	Arnie Williams
Litigant	ATLANTIC SPECIALTY INSURANCE COMPANY
Litigant	BAG Corp
Litigant	Balwara, LLC and Baraa Shaheen
Litigant	Baraa Shaheen

Schedule 2

Current and Former Clients

Relationship to Debtors	Matched Entity	Relationship to Kobre & Kim
Insurance Providers	AIG Insurance Co	Affiliate of Former Client
Litigant	AIG Specialty Insurance Co. f/k/a Chartis Specialty Insurance Co. Xtreme Power, Inc. Xtreme Power Systems, LLC and Xtreme Power Grove, LLC also defendants	Affiliate of Former Client
Convertible Note Holders	Allianz SE	Affiliate of Current Client
Vendors	American Express	Former Client
Litigant	Balwara, LLC and Baraa Shaheen	Former Client
Litigant	Baraa Shaheen	Affiliate of Former Client
Utilities	Cablevision Systems Corp.	Current Client
2nd Lien Lenders	Credit Suisse	Former Client
Convertible Note Holders	Credit Suisse Asset Management	Affiliate of Former Client
Uniform Commercial Code List	CSC	May Be Affiliate of Current Client
2002 List	Davis Polk & Wardwell LLP	Former Client
2nd Lien Lenders	Deutsche Bank	Former Client
LC Issuers	Deutsche Bank	Former Client
Convertible Note Holders	Deutsche Bank AG	Former Client
Institutional Shareholders > 1%	Deutsche Bank Securities Inc.	Former Client
Litigant	E.I. du Pont de Nemours and Company	Current Client

Relationship to Debtors	Matched Entity	Relationship to Kobre & Kim
2nd Lien Lenders	Elliott Management	Current Client
Vendors	HEFEI JA SOLAR TECHNOLOGY CO LTD	Affiliate of Potential Client
2nd Lien Professionals	Houlihan Lokey	Current Client
Vendors	JA Solar	Potential Client
Vendors	JA SOLAR TECHNOLOGY YANGZHOU CO LTD	Affiliate of Potential Client
Uniform Commercial Code List	Morgan Stanley Bank, N.A.	Affiliate of Current Client
Customers	Morgan Stanley Renewables Inc.	Affiliate of Current Client
Customers	Morgan Stanley, Inc.	Affiliate of Current Client
Director Affiliate	OCH-ZIFF Capital Management	Former Client
Ordinary Course Professionals	Price Waterhouse Coopers LLP	Affiliate of Former Client
Vendors	Shanghai JA Solar Technology	Affiliate of Potential Client

EXHIBIT L

Sunday, January 14, 2024 at 08:42:44 Pacific Standard Time

Subject: SunEdison Creditors Seek to Undo Lenders' 'Sweetheart Deal' - Bloomberg

Date: Friday, March 31, 2017 at 12:05:58 PM Pacific Daylight Time

From: Baraa Shaheen <baraa.shaheen@balwara.com>

To: Jonathan D. Cogan <Jonathan.Cogan@kobrekim.com>

Hi Jon,

Was great talking to you today.

I didn't quite understand the unsecured credit committee's role when we spoke earlier today but now I have a better understanding after looking up proceedings related to SUNE's Unsecured Credit Committee and other general information about the committee's function.

It's interesting the work done so far by K&K but I think it's only touching the surface.

<https://www.bloomberg.com/news/articles/2016-10-21/sunedison-creditors-seek-to-undo-sweetheart-deal-to-lenders>

In any event, I hope I can add value to current efforts. I look forward to touching base next week.

Best,

Baraa Shaheen

Managing Partner, Balwara

M(USA): [+1.415.568.6805](tel:+14155686805)

M(KSA): [+966.55.601.1146](tel:+966556011146)

EXHIBIT M

Sunday, January 14, 2024 at 08:26:03 Pacific Standard Time

Subject: LEGAL ACTION IMMINENT — SETTLEMENT DEMAND

Date: Thursday, January 13, 2022 at 3:02:00AM Pacific Standard Time

From: Baraa Shaheen <baraa.shaheen@balwara.com>

To: James G Coulter <jcoulter@tpg.com>, robert_sternfels@mckinsey.com
<robert_sternfels@mckinsey.com>

Dear Messers, Coulter and Sternfels:

Please make note that we intend to file legal action against TPG, McKinsey, and other co-conspirators for damages resulting from, and/or enabled by, the “SunEdison Protocol” which may also be known as the “MEMC Protocol.”

As a result of your actions, we are seeking relief in the form of a payment in the amount of one billion five hundred million dollars (\$1,500,000,000.00).

This offer to cure and/or settle this matter outside of federal district court and avoid a lawsuit is valid for 30 days from the “Effective Date” which is the date of this email.

Regards,

Baraa Shaheen
Founder & Managing Partner
Balwara, LLC
P.O. Box 191073
San Francisco CA, 94119

Tuesday, January 9, 2024 at 15:48:55 Pacific Standard Time

Subject: Re: Discussion re: TPG Capital & SunEdison
Date: Tuesday, February 7, 2023 at 8:49:32AM Pacific Standard Time
From: Baraa Shaheen <baraa.shaheen@balwara.com>
To: gassan_al-kibsi@mckinsey.com <gassan_al-kibsi@mckinsey.com>

Good evening Gassan:

Following up on my information request below.

By the way, congrats on your promotion to Managing Partner, Middle East & North Africa!

McKinsey's attempts to influence my attorneys advice is going to backfire on the firm.

Best,

Baraa

Sent from my iPhone

On Mar 16, 2021, at 4:54 AM, Baraa Shaheen <baraa.shaheen@balwara.com> wrote:

Hi Gassan:

Following up on the below email.

Best,
Baraa Shaheen
Founder & Managing Partner
Balwara, LLC

On May 8, 2020, at 10:16 AM, Baraa Shaheen
<baraa.shaheen@balwara.com> wrote:

Hello Gassan:

I am following up on my below email with a couple more requests.

- Kindly confirm that **Jerome Vascellaro, TPG's COO and McKinsey's former COO**, is not an investor/participant in MIO, and;

- Kindly provide who is the DCS for McKinsey's client, GCL-Poly, which was intentionally omitted from the interested party list in SunEdison bankruptcy petition.

I look forward to your response in a timely manner consistent with McKinsey's 'professionalism.'

Best,
Baraa Shaheen
Founder & Managing Partner
Balwara LLC

On Apr 28, 2020, at 1:54 AM, Baraa Shaheen
<baraa.shaheen@balwara.com> wrote:

Hi Gassan:

Ramadan Mubarak. I hope you and the family are well and in good health and spirits.

It's been quite a while since we last met in Riyadh on October 10, 2017 where I informed you that TPG Capital is behind the insolvency of SunEdison in a similar fashion to the insolvency of Caesars Entertainment Co. and TIM Hellas.

As you know, Balwara LLC, is an unsecured creditor of SunEdison and has suffered a great deal of harm.

Would you kindly connect me with Mr. Bob Sternfels and Mr. Gary Pinkus, TPG's DCS's, as I would like to discuss with them McKinsey's disclosures in the employment application made to the bankruptcy court which omits the TPG Capital Relationship.

In particular, and among other misrepresentations, the omission of John Marren in the multiple sworn decelerations submitted to the bankruptcy court is a material omission given the fact that he was the chairman of SunEdison from Nov 11, 2001 to Dec 31, 2012 and should have been clearly disclosed. It is evident that TPG is trying to escape from liability.

Additionally, would you kindly confirm who is the current global leader of the Private Equity & Principle Investor practice at McKinsey.

I look forward to connecting with Messers Sternfels and Pinkus and discussing the above mentioned issues.

Best,
Baraa Shaheen
Founder & Managing Partner
Balwara LLC

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Gassan Al-Kibsi

Senior Partner, Chair and Managing Partner, EEMA, [Riyadh](#)



Supports public-, private-, and social-sector leaders across the region to improve opportunities for the youth and create global champions

ABOUT GASSAN

Gassan is a senior partner, chair, and managing partner for the firm's work in Middle East, Africa,

Central Asia and Turkey (EEMA), and leads a team of over 180 partners and more than 2,400 colleagues across the region. He serves in several global roles within McKinsey, including as a member of the firm's board of directors and as a present member of its global leadership team, the Shareholders' Council.

Gassan is passionate about supporting leaders on matters of economic growth and job creation for young people. Since 2000, he has been working with the public, private, and social sectors across the

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We help private equity firms make better investment decisions at every stage of the deal life cycle and build greater returns through active management of portfolio companies. We also advise on investment firm strategy and development, creating value through improved performance.

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What we do

We help private equity firms create greater returns at every stage in the investment cycle and strengthen firm strategy and development.

- **Investment screening.** Our work with clients in pre-diligence investment screening is varied and tailored to their specific needs. We help identify and qualify investment opportunities by leveraging a systematic process to screen and reveal potential targets and provide proactive, investable insights and thematic ideas. We also offer in-depth, customized workshops and access to proprietary research and data.

- **Due diligence.** Our approach to due diligence is flexible and analytics-driven, incorporating extensive proprietary knowledge and deep industry experience. We help clients evaluate the outlook and opportunities with investment targets across all sectors, drawing on the knowledge of more than 1400 partners, each with specific business expertise. Our flexible model allows for a wide range of potential configurations, from targeted analysis to fully-integrated due diligence.
- **Portfolio development.** We help clients develop and execute aggressive, targeted plans of action for the first 100 days post-closing to capture near-term opportunities and ensure the success of their investment. Beyond the first 100 days, our support is focused on near-medium term improvement models, developed with an exit strategy in mind, and aimed at transforming the performance of portfolio companies in high-impact areas.

Portfolio projects are customized, with scale and timing driven by client need. Our services range from rapid assessments of portfolio company business capabilities to comprehensive turnaround of performance, redesigning processes, operations, and products from the ground up.

- **Exit support.** We help company owners to prepare for a maximum-value exit using a three-phase support model that covers planning, preparation, and execution for auctions and initial public offerings. We work with clients to develop and communicate clear and coherent business plans and offer seven core support modules, including sell-side documentation for bidders and financiers. McKinsey has extensive exit experience across industries, with more than 450 projects in the last decade. We bring an informed view of industry-shaping trends, a clear line of sight on key risks and how they might affect the business, and deep understanding of the buyer landscape and preferred exit route.

- **Firm strategy and development.** Combining deep insights on global macroeconomic trends with proprietary research on market trends, we help clients make strategic choices to increase fund and firm performance, including how to establish competitive positioning, how to adapt investment processes, how to settle on an investment strategy, and how to evolve their governance structure. We also provide support for operational improvement, including risk management and business support capabilities.
- **RTS.** For especially challenging cases, including distressed companies and underperforming business units, we call on the expertise of [RTS](#). This special unit focuses exclusively on radical and sustained performance improvement in all industries and geographies, and has a robust track record of high impact turnarounds with a focus on generating value.
- **McKinsey Implementation.** Our clients have access to [McKinsey Implementation](#) services, specialist teams that are available to work side-by-side with portfolio companies, offering tailored support to help accelerate the execution of recommendations and improvement plans. McKinsey Implementation teams work across industries and geographies on a wide variety of projects, helping companies achieve rapid, significant, and measureable bottom-line results.

FEATURED EXPERTS



Alex Panas

Senior Partner, Boston



Gary Pinkus

Senior Partner, Bay Area



Fredrik Dahlqvist

Senior Partner, Stockholm

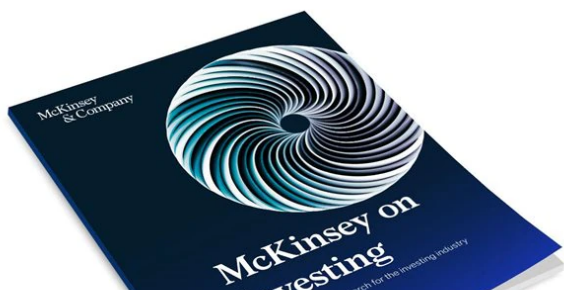


Vivek Pandit

Senior Partner, Mumbai

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EXHIBIT N

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 David R. Hurst
 Daniel F.X. Geoghan

Counsel to the SunEdison Litigation Trust

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	:	Case No. 16-10992 (SMB)
Reorganized Debtors. ¹	:	(Jointly Administered)

**STIPULATION BY AND AMONG THE SUNEDISON
 LITIGATION TRUST AND MCKINSEY & COMPANY, INC.,
 CERTAIN SUBSIDIARIES AND MCKINSEY RECOVERY & TRANSFORMATION
 SERVICES U.S., LLC COMPROMISING CLAIMS AND CAUSES OF ACTION**

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's tax identification number, are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE Minnesota Holdings, LLC (8926); SunE MN Development Holdings, LLC (5388); SunE MN Development, LLC (8669); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Reorganized Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

The SunEdison Litigation Trust (the “**Litigation Trust**”) and McKinsey & Company, Inc. and its wholly-owned subsidiaries (collectively, “**McKinsey & Co.**”), McKinsey & Company, Inc. United States (“**McKinsey & Co. U.S.**,” and together with McKinsey & Co., “**McKinsey**”), and McKinsey Recovery & Transformation Services U.S., LLC (“**RTS**,” and together with McKinsey and the Litigation Trust, the “**Parties**”) hereby enter into this stipulation (the “**Stipulation**”) and agree as follows:

RECITALS

WHEREAS, beginning on April 21, 2016 (the “**Petition Date**”), SunEdison, Inc. and certain of its affiliates and subsidiaries (collectively, the “**Debtors**”) filed with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) voluntary petitions for relief under chapter 11 of title 11 of United States Code, 11 U.S.C. § 101, *et seq.* (the “**Bankruptcy Code**”); and

WHEREAS, on March 28, 2017, the Debtors filed their Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates [Docket No. 2671] (as amended from time to time, the “**Plan**”); and

WHEREAS, on July 28, 2017, the Bankruptcy Court entered the Findings of Facts, Conclusions of Law and Order Confirming Second Amended Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates [Docket No. 3735] (the “**Confirmation Order**”), thereby approving the Plan and the GUC/Litigation Trust Agreement (the “**Litigation Trust Agreement**”); and

WHEREAS, on December 29, 2017, the Plan became effective [Docket No. 4495] (the “**Plan Effective Date**”); and

WHEREAS, on the Plan Effective Date, all of the Debtors' rights, title and interests in the GUC/Litigation Trust Causes of Action (as that term is defined in the Plan, the "**GUC/Litigation Trust Causes of Action**"), including the claims and causes of action asserted by the Litigation Trust against McKinsey and RTS, were transferred to the Litigation Trust; and

WHEREAS, on the Plan Effective Date, Drivetrain, LLC was appointed as the trustee (the "**Litigation Trustee**") for the Litigation Trust; and

WHEREAS, pursuant to Section 7.6(b) of the Plan, the Litigation Trust is authorized to settle, release and compromise the GUC/Litigation Trust Causes of Action without further approval of the Bankruptcy Court; and

WHEREAS, McKinsey and RTS assert that the GUC/Litigation Trust Causes of Action asserted by the Litigation Trust against different McKinsey entities and RTS lack merit and are subject to various defenses and, if litigated, ultimately would be subject to dismissal; and

WHEREAS, McKinsey and RTS have concluded that the compromise and settlement embodied herein is in the best interests of McKinsey and RTS, considering, among other things, the cost, expense and delay associated with litigating the disputed matters and issues, the result of which is uncertain; and

WHEREAS, the Litigation Trust has concluded that the compromise and settlement embodied herein is in the best interests of the beneficiaries of the Litigation Trust, considering, among other things, the cost, expense and delay associated with litigating the disputed matters and issues, the result of which is uncertain.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the Litigation Trust, McKinsey and RTS:

STIPULATION

1. McKinsey and RTS shall deliver an executed copy of this Stipulation to Cole Schotz P.C. at the address set forth on the signature page of this Stipulation on or before December 31, 2018. McKinsey and/or RTS shall transmit payment (collectively) in the amount of \$17,500,000 (the “**Settlement Payment**”) on or before December 31, 2018.

2. The Settlement Payment shall be transmitted by wire, using the wire instructions set forth immediately below:

Beneficiary:	SunEdison Litigation Trust
Account Address:	630 3rd Avenue, 21 FL c/o Drivetrain, LLC New York, NY 10017
Account No.:	2469708032
Routing No.:	121000248
SWIFT Code:	WFBIOUS6S
Bank Name:	Wells Fargo Private Bank

3. Upon (i) execution and delivery of this Stipulation and (ii) timely and complete payment of the Settlement Payment in the manner set forth in paragraphs 1 and 2, this Stipulation shall become fully effective (the “**Settlement Effective Date**”); provided that if the Settlement Effective Date does not occur on or before December 31, 2018, this Stipulation shall become null and void.

4. Because paragraphs 8, 9 and 10 of this Stipulation are an essential component of McKinsey’s bargained for consideration, the Trust shall not distribute \$8,500,000 of the Settlement Payment (the “**Reserve Amount**”) until after June 30, 2019 (the “**End Date**”). If McKinsey and/or RTS believes there has been a breach of paragraphs 8, 9 and/or 10 of this Stipulation by the Litigation Trust, the GUC/Litigation Trust Oversight Board (as defined in the chapter 11 plan attached to the Confirmation Order) (the “**Oversight Board**”) and/or their respective advisors prior to the End Date, McKinsey and/or RTS shall provide written



L. Spencer Wells



PARTNER

✉ swells@drivetrainadvisors.com

☎ 212 856 9700 x3

✉ email this page

📄 download vcard

PROFILE

Executive with extensive director and management experience in hedge funds, specializing in distressed debt and equities. Investing and operations expertise in domestic/international industries. Audit Committee eligible experienced board member.

Primary skills include bankruptcy and restructuring

PARTNER / DIRECTOR

EXPERIENCE

2012-Present TPG Special

Situations Partners, San Francisco, CA — Senior Advisor

2010-2012 TPG Special Situations Partners, San Francisco, CA — Partner

As Senior Advisor, assist in the sourcing and diligence process for new investments. As Partner, Senior member of a team of investment professionals responsible for creating and managing a \$2.5B portfolio of distressed credit investments employing a "distressed for control" investment strategy.

EXHIBIT O

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FRAUD ON THE COURT SCHEME PARTICIPANT ROLES

Debtor: SunEdison, Inc. (f/k/a Monsanto Electronics Materials Company or MEMC)

The Judge: Judge Stuart M. Bernstein

- Presiding over the United States Bankruptcy Court for the Southern District of New York, Judge Bernstein's courtroom was venue-shopped by SunEdison's chapter 11. Judge Bernstein is married to a recently retired senior partner at Weil, Gotshal & Manges LLP with remaining equity in the firm.

SunEdison's Private Equity Sponsors: TPG Capital acquired what would become SunEdison for \$6.00, in a 2001 leveraged buyout. Under the direction of TPG, SunEdison engaged in controversial transactions leading up to SunEdison's chapter 11 filing. Much of the misconduct comes from SunEdison's illegal cover-up for TPG. The individuals from TPG listed below influenced those transactions and SunEdison's chapter 11.

- TPG Capital and its members
 - James Coulter, Co-Founder and Executive Chairman.
 - Jerome Vascallero, Chief Operating Officer (former McKinsey COO).
 - John Marren, Head of Tech Buyouts and former longtime Chairman of SunEdison board and TPG lead for the SunEdison acquisition in 2001.
 - James Williams, Senior Partner and longtime board directors of SunEdison through bankruptcy.

SunEdison's CEO

- Prior to being appointed CEO of what would become SunEdison, Ahmad Chatila was an executive at Cypress Semiconductor, Inc. Chatila also served as a member of SunEdison's board of directors. It was under his stewardship and oversight of the former board chairman that SunEdison eventually found itself filing for chapter 11. Chatila was also the architect of multiple asset-transfer schemes.

Disqualified Professionals Retained by SunEdison to assist it with its reorganization are the following professional firms:

- Skadden, Arps, Slate, Meagher & Flom LLP was hired to serve as SunEdison's lead counsel.
- McKinsey & Company was hired to serve as a restructuring advisor for SunEdison.
- Weil, Gotshal & Manges LLP was hired as counsel to SunEdison's Unsecured Creditors Committee.

- Kobre & Kim LLP was hired as a special conflicts counsel to SunEdison's Creditors Committee.
- Drivetrain LLC was hired to serve as Litigation Trustee.

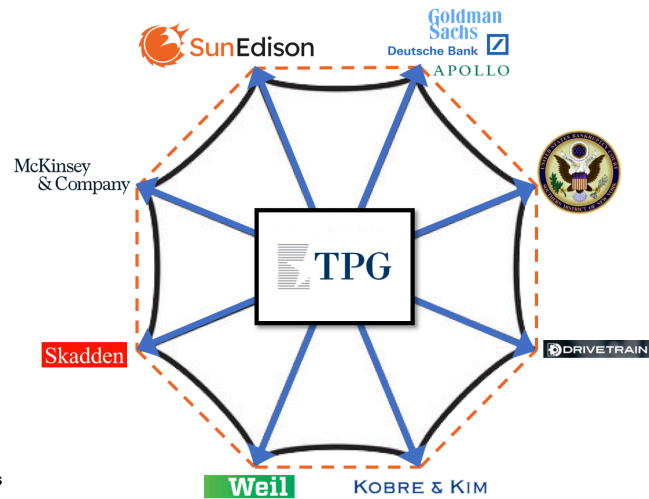
The 9th Circuit explained that, [a] traditional hub-and-spoke conspiracy has three elements: (1) a hub, such as a dominant purchaser; (2) spokes, such as competing manufacturers or distributors that enter into vertical agreements with the hub; and (3) the rim of the wheel, which consists of horizontal agreements among the spokes.

In this case, the hub is TPG and the spokes are:

1. SunEdison as Debtors and Debtors-in-Possession.
2. McKinsey as Debtors Restructuring Advisor.
3. Skadden as Debtors Counsel.
4. Weil as Unsecured Creditors Counsel.
5. Kobre & Kim as Unsecured Creditors Conflicts Counsel.
6. Drivetrain as Unsecured Creditors Litigation Trustee.
7. Bankruptcy Judge Stuart M. Bernstein, SDNY.
8. Creditors including DIP and secured lenders.

Vertical agreements (spokes) with TPG to fix the legal out-come in such a way that TPG evades massive liability in bankruptcy court.

Horizontal agreements (rim) between the spokes to engage in cover-up, including giving the impression of an adversarial position, and injuring creditors and witnesses capable of exposing the Hub-and-Spoke Enterprise.

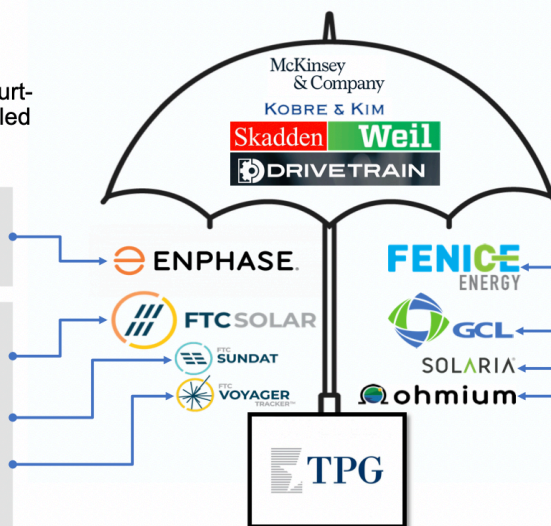


The umbrella protection provided to TPG by the court-appointed fiduciaries enabled multiple insider schemes

1. **Enphase:** Bleed-out scheme designed to create equity stake at Enphase for Chatila starting pre-bankruptcy

2. **FTC Solar:** Parallel-entity scheme designed to illegally acquire valuable IP assets

- a. SunDat IP
- b. AP-90 Tracker IP



3. **Fenice Energy:** Parallel-entity scheme designed to conceal SunEdison India assets

4. **GCL-Poly:** Undervalued asset-transfer scheme designed capture HP-FBR and CCz IP value. GCL agrees to give SunEdison's CEO part of the purchase price "under" the table where a court approved asset purchase agreement is executed at a lower price to allow for the transfer

a. **Solaria:** All Stock and related interests owned by SunEdison in Solaria exclusion in agreement with GCL and SunEdison's former CEO becomes an investor in Solaria

5. **Ohmium:** Conduit for \$250 million reward from TPG to former SunEdison CEO



Green hydrogen is critical to the rapid decarbonization of hard-to-abate sectors. Ohmium is uniquely positioned to be a leading provider of emissions-free hydrogen technology given its customer-focused, modular solution that enables businesses to achieve an extremely competitive levelized cost of hydrogen (LCOH). We are delighted to partner with experienced clean technology investors like TPG Rise Climate to make large scale green hydrogen production a reality today.

AHMAD CHATILA

Chairman and founding investor of Ohmium

www.ohmium.com

1. This complaint is the culmination of nearly a decade-long investigation conducted by the Plaintiff commencing in 2014 to present arising from egregious pre-and-post bankruptcy misconduct that is concealed-in-nature and intended to defame, defraud, and destroy Plaintiff perpetuated by Defendants.

THE PARTIES

2. Plaintiff Baraa Shaheen (“***Shaheen***”) is the founder and sole shareholder of Balwara, LLC (“***Balwara***”), a **private equity and business advisory** firm formerly headquartered at 101 California Street, Suite 2710, San Francisco, California 94111. Balwara was in the process of launching its first fund targeting to raise **\$1billion**. As a result of unsettled amounts owed to Balwara from SunEdison at time of the bankruptcy, Balwara became an **Unsecured Creditor** and ultimately a beneficiary of the SunEdison Litigation Trust. Balwara did not wave its right to a jury trial nor submit to the jurisdiction of the bankruptcy court by intentionally not filing a proof of claim. Shaheen and Balwara individually or collectively are referred to as (the “***Plaintiff***”).

3. Defendants (1) SunEdison, Inc. (the “**Debtors**,” the “**Debtors-in-Possession**,” or “**SunEdison**”); sponsored by their former private equity shareholder, (2) TPG Capital (“**TPG**”); aided and abetted by (3) Skadden, Arps, Slate, Meagher & Flom LLP (“**Skadden**”) in the court-appointed role of Counsel to the Debtors; (4) Weil, Gotshal & Manges LLP (“**Weil**”) in the court-appointed role of Counsel to the SunEdison Unsecured Creditors Committee; (5) Kobre & Kim LLP (“**K&K**”) in the court-appointed role of Conflicts Counsel to the SunEdison Unsecured Creditors Committee; et al.; (6) McKinsey & Company, Inc. in the court-appointed role of Restructuring Advisor, (“**McKinsey**”); and (7) Drivetrain, LLC (“**Drivetrain**”) in the court-appointed role of the Litigation Trustee for the SunEdison Bankruptcy Trust; in violation of Title 18 U.S.C. §§ 1961-1964, known as the Racketeer Influenced and Corrupt Organizations Act (“**RICO**”) as a vessel for Fraud on the Court.

NATURE OF THE CASE

4. Defendants conducted a *Hub-and-Spoke Enterprise*¹, in execution of an elaborate overarching bankruptcy cover-up scheme to fix the legal out-come in favor of TPG in the SunEdison proceedings in such a way that TPG is not held financially liable for SunEdison's insolvency, hereinafter referred to as the ("**TPG Cover-up Scheme**").

5. The protection afforded by the TPG Cover-up Scheme inspired SunEdison's CEO to devise and execute multiple pre-and-post-petition schemes to fraudulently transfer SunEdison assets and funds.

6. In a bankruptcy proceeding, the debtor-in-possession is considered an "officer of the court." The debtor-in-possession is not just a fiduciary to its creditors but to the bankruptcy court itself. The debtor is an "officer of the court" because the debtor possesses "a responsibility to act in the best interests of the estate as a whole" and "bears a special responsibility for the proper functioning of the machinery of justice." As an officer of the court, the debtor can perpetrate a fraud on the court, much the same as an attorney.

7. The deception of investors, vendors, and regulators culminates in the deception of the Court and creditors during the bankruptcy process, such as, **SunEdison**, then the world's largest renewable energy company, which filed for chapter 11 bankruptcy protection on April 21, 2016 in the court room of federal bankruptcy **Judge Stuart M. Bernstein** in the Southern District of New York in what became the largest chapter 11 case of 2016. SunEdison, TPG, Skadden, Weil, K&K, McKinsey, Drivetrain, and Judge Bernstein, individually or collectively are referred to as (the "***Defendant***," "***Defendants***," or "***Bankruptcy Ring***.")

8. Defendants' scheme against Plaintiff began in or around 2013 and continues to the present and includes bankruptcy fraud and fraud on the Court. Defendants' fraudulent concealment and collusion

¹ The 9th Circuit has explained that, [a] traditional hub-and-spoke conspiracy has three elements: (1) a hub, such as a dominant purchaser; (2) spokes, such as competing manufacturers or distributors that enter into vertical agreements with the hub; and (3) the rim of the wheel, which consists of horizontal agreements among the spokes.

contributed to Plaintiff's delayed discovery. Defendants' concealment of their scheme made it impossible for Plaintiff to know the details of many of their unlawful acts. Details of Defendants scheme that allow pleading with particularity were not sufficiently discovered by Plaintiff until 2023.

9. In executing its criminal enterprises, Defendants' crimes have included:

- a. Fraud on the Court
- b. Bankruptcy fraud in violation of 18 U.S.C. §§ 152(2), 152(3), and 152(6);
- c. Bankruptcy fraud in violation of 18 U.S.C. §157;
- d. Embezzlement against estate in violation of 18 U.S.C. § 153;
- e. Mail fraud in violation of 18 U.S.C. § 1341;
- f. Wire fraud in violation of 18 U.S.C. § 1343;
- g. Obstruction of justice in violation of 18 U.S.C. § 1503(a);
- h. Witness tampering in violation of 18 U.S.C. §§ 1512(b) and 1512(c);
- i. Unlawful monetary transactions in violation of 18 U.S.C. §§1956 and 1957(a); and
- j. Inducement to interstate or foreign travel in violation of 18 U.S.C. § 2314.
- k. Collusion in violation of the U.S. Federal Antitrust Laws.

10. Among other things, Plaintiff seeks damages in excess of **\$2 billion**, including punitive damages, for defamation and for this massive, self-concealing, unconscionable Fraud on the Court, and malicious prosecution, by and through, corrupting the integrity of the U.S. Federal Bankruptcy judicial machinery, judges, officers of the court and the United States Trustee Program.